



Genus Power Infrastructures Limited



NOTICE TO MEMBERS

NOTICE is hereby given that an Extraordinary General Meeting of the members of the Company will be held on **Tuesday, the 17th day of April, 2012** at 11.00 a.m. at SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Raj.), to transact the following business:

SPECIAL BUSINESS:

- 1. To consider and, if thought fit, to pass with or without modification(s), if any, the following resolutions as Special Resolutions: -**

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 1956 (“the Act”) including any amendments thereto, and in terms of the Memorandum and Articles of Association of the Company and any other law in force, and subject to any such other approvals, consents, permissions and sanctions as may be required from appropriate authorities or bodies, and subject to such other conditions and modifications, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee of the Board including Remuneration/ Compensation Committee), or as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be accepted by the Board in its sole discretion, the consent of the Company be and is hereby accorded to constitute any employee welfare plan(s) by whatever name called, either individually or in conjunction with a holding company, subsidiary companies, affiliate companies or group companies, (hereinafter referred to as “Employee Welfare Plan”) being administered through an existing Trust or Trusts which may be set up in any permissible manner, which shall from time to time extend, inter alia, various incentives, motivation, benefits, options and amenities to such employees of the Company (including employees of its holding company and subsidiary company), whether working in India or out of India including the Directors of the Company (including Directors of its holding company and subsidiary companies) whether Whole-time Directors or otherwise, including all their respective families (hereinafter collectively referred to as the “Employees”), as may be defined under the Employee Welfare Plan.

RESOLVED FURTHER THAT for implementing the Employee Welfare Plan, the Company may from time to time provide financial assistance to the Trust(s), on such terms and conditions as may be mutually agreed between the Board and the Trust(s), provided that the Trust Deed may also authorize the acceptance of donations, gifts, contributions, offerings or borrowing of funds or otherwise raise funds, and such trust funds may be invested in all avenues including deposits, mutual funds, money market instruments, shares, debentures, convertible instruments or any other investment grade assets or securities of any company including the Company or its holding company, subsidiary companies, affiliate companies or group companies as may be permissible for the purpose of generating value for employee welfare activities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon, join and bring into effect Employee Welfare Plan on such broad terms and conditions as contained in the explanatory statement and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of Employee Welfare Plan from time to time including but not limited to amendment(s) to eligibility criteria or to suspend, withdraw, terminate or revise Employee Welfare Plan.

RESOLVED FURTHER THAT in the event of any tax liability or any other levies including perquisite or other tax arising on account of the provision of benefits as envisaged in Employee Welfare Plan to the Employee, the liability shall be that of the Employee alone and shall be paid/ reimbursed by the Employee when due. The Company shall be entitled to recover taxes so levied from the concerned Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid and to settle any question, difficulty or doubt that may arise in this regard, Mr. Ishwar Chand Agarwal, Director, Mr. Kailash Chandra Agarwal, Director, Mr. Rajendra Kumar Agarwal, Director, Mr. Jitendra Kumar Agarwal, Director, Mr. Pramod Kumar Gupta, CFO and Mr. Ankit Jhanjhari, Company Secretary of the Company, be and are hereby authorized severally to do all such act(s), deed(s), matter(s) and thing(s) and execute all such documents, authorization letters, instruments and writings as they may in their sole and absolute discretion deem fit, necessary or expedient.”



Genus Power Infrastructures Limited



2. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as Special Resolutions: -

"RESOLVED THAT existing Article 61 of the Articles of Association of the Company, be and is hereby substituted by new Article 61 as under: -

"61. Quorum at General Meeting:

- (a) Five members present in person shall be a quorum for a general meeting. A corporation being a member shall be deemed to be personally present if it is represented in accordance with section 187 of the Act. The President of India or the Governor of a State shall be deemed to be personally present if he is represented in accordance with section 187A of the Act.
- (b) No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.
- (c) No business shall be discussed or transacted at any general meeting except the election of a Chairman whilst the Chair is vacant.
- (d) The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting. If there be no Chairman or if at any meeting he shall not be present within 15 (fifteen) minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose one of themselves to be the Chairman and in default of their doing so, the members present shall choose one of the Directors to be the Chairman and if no Director present be willing to take the chair, the members present shall choose one of themselves to be the Chairman.
- (e) If, at the expiration of half an hour from the time appointed for holding a general meeting of the Company, a quorum shall not be present, the meeting if convened by or upon the requisition of Members, shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day at such other time and place as the Board may determine and permissible under law, and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the general meeting, the Members present shall be a quorum, and may transact the business for which the meeting was called.
- (f) The Chairman, with the consent of the meeting, may adjourn any meeting from time to time and from place to place as may be permissible by law but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including filing the necessary forms/documents with the concerned Registrar of Companies."

3. To consider and, if thought fit, to pass the following resolution with or without modification(s), if any, as Special Resolutions: -

"RESOLVED THAT existing Article 83 of the Articles of Association of the Company, be and is hereby substituted by new Article 83 as under: -

"83. Directors' Travelling Expenses:- The Board may allow and pay to any Director for the purpose of attending a meeting such sum either as fixed allowance and/ or actual as the Board may consider fair compensation for travelling, board and lodging and incidental and/or such actual out of pocket expenses incurred by such Director in addition to his fees, for attending such meetings to and from the place at which the meetings of the Board or Committees thereof or general meetings of the Company are held from time to time or any other place at which the Director executes his duties."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including filing the necessary forms/documents with the concerned Registrar of Companies."



Genus Power Infrastructures Limited



4. To consider and, if thought fit, to pass the following resolution with or without modification(s), if any, as Special Resolutions: -

“RESOLVED THAT existing Article 75 (a) of the Articles of Association of the Company, be and is hereby substituted by new Article 75 (a) as under: -

“75 (a). The present directors of the Company are as follows:-

- | | |
|--------------------------------|------------------------------|
| 1. Mr. Ishwar Chand Agarwal | 6. Mr. Bhairon Singh Solanki |
| 2. Mr. Kailash Chandra Agarwal | 7. Mr. Dharam Chand Agarwal |
| 3. Mr. Rajendra Kumar Agarwal | 8. Mr. Indraj Mal Bhutoria |
| 4. Mr. Jitendra Kumar Agarwal | 9. Mr. Udit Agarwal |
| 5. Mr. Rameshwar Pareek | 10. Mr. Naveen Gupta” |

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including filing the necessary forms/documents with the concerned Registrar of Companies.”

By Order of the Board,
For **Genus Power Infrastructures Limited**
Sd/-

Registered Office:

D-116, Okhla Industrial Area, Phase-1, Okhla, New Delhi-110020,

Dated: 11th February, 2012

Ankit Jhanjhari
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at least 48 hours before the time of meeting.**
2. The explanatory statement for special business is annexed herewith.
3. The Memorandum and Articles of Association of the Company and documents if any referred to in the Notice may be inspected at the Registered Office of the Company on any working day during business hours between 3.00 P.M. to 5.00 P.M. upto the date of Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item Nos. 1:

Your Company always believed in motivating employees and also cared for welfare of its employee for their continued hard work, dedication and support, which led the Company to its growth path. To enable more and more employees to enjoy the fruit of the growth which the Company has witnessed in the recent past, your Company proposes to implement schemes relating to welfare measures for extending, inter alia, various incentives, motivation, benefits, options and amenities for the employees under any employee welfare plan(s) set up/ to be set up by the Company either individually or in conjunction with a holding company, subsidiary companies, affiliate companies or group companies (“Employee Welfare Plan”). Such Plan(s) may be amended from time to time in a manner to be prescribed under the plan/ trust deed. It is expected that such employee welfare measures will create a sense of commitment and partnership among the employees towards the Company, paving the way for long term association and for further fueling the growth of the Company. The benefits will be extended to such employees of Company or of its holding company or subsidiary companies and Directors, including all their respective families (hereinafter collectively referred to as the “Employees”) as may be defined under the Employee Welfare Plan. The beneficiaries under the welfare schemes may be determined on the basis of seniority, performance, position and responsibilities, nature of service to the Company or its group companies, period of service of the Employees and the Employee’s present and potential contribution to the growth and success of the Company or its holding company or subsidiary companies, and other similar parameters. Your Company therefore proposes to implement the Employee Welfare Plan through a single trust or separate trusts, either existing or to be set up for various classes of employees.



Genus Power Infrastructures Limited



The plan would be to deploy the funds of the trust(s) in all avenues (including deposits, mutual funds, money market instruments, shares, debentures, convertible instruments or any other investment grade assets or securities of any company including the company, its holding company, subsidiary companies, affiliate companies and its group companies whether by a fresh subscription or secondary acquisition) and to ultimately monetize the holdings in a suitable manner with the objective of employee welfare. Where required, the investment decisions of the trust(s) could be supported by expert advice and the trust(s) shall devise a fund utilization strategy and review it at periodical intervals, and all modifications to the Employee Welfare Plan will be subject to approval of the Board or any Committee thereof. In this regard, your Company seeks the approval of the shareholders to authorize the Board of Directors of the Company to implement Employee Welfare Plan through trust or trusts either existing or to be set up in any permissible manner. Your Directors recommend the resolution(s) to be passed by the shareholders as special resolution(s).

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company and / or to the extent of the benefits that may be offered to him / her under the Employee Welfare Plan.

Item Nos. 2:

Presently, the Articles of the Company do not contain clear provisions relating to the Chairman, quorum and adjournment of General Meeting as indicated in the Resolutions. This alteration can be made with consent of the members by way of special resolution under section 31 of Companies Act, 1956. The Board of Directors has recommended the Special Resolution set out in the Notice for Members' approval.

None of the Directors of Company is in any manner concerned or interested in the said Resolution except to the extent of their shareholding, if any in the Company.

Item Nos. 3:

At present, the Articles of the Company does not allow to pay to any director who is a resident of the place where the registered office for the time being of the company is situated or where the meeting of the board is held and who shall come to such place for the purpose of attending a meeting of the board or a committee thereof, such sum as the directors may consider fair compensation for traveling and other incidental expenses in addition to his fees for attending such meeting as above specified. Therefore, with a view to fairly compensate the directors, it is considered necessary to suitably change the Article to provide to directors for the purpose of attending a meeting, such sum either as fixed allowance and/ or actual as the Board may consider fair compensation for travelling, boarding and lodging and incidental and/or such actual out of pocket expenses incurred by such Director in addition to his fees, for attending such meetings to and from the place at which the meetings of the Board or Committees thereof or general meetings of the Company are held from time to time or any other place at which the Director executes his duties. This alteration can be made with consent of the members by way of special resolution under section 31 of Companies Act, 1956. The Board of Directors has recommended the Special Resolution set out in the Notice for Members' approval.

None of the Directors of Company is in any manner concerned or interested in the said Resolution except to the extent of their shareholding and aforesaid fair compensation, if any in the Company.

Item Nos. 4:

In order to facilitate our customers to know the present directors of the Company from the Articles of Association, the Article 75(a) is proposed to be altered as contained in the Resolution at Item No.4. This alteration can be made with consent of the members by way of special resolution under section 31 of Companies Act, 1956. The directors have recommended the said resolution. None of the Directors is in any manner interested in the said resolution.

Registered Office:

D-116, Okhla Industrial Area, Phase-1, Okhla, New Delhi-110020,

Dated: 11th February, 2012

By Order of the Board,
For Genus Power Infrastructures Limited

Sd/-

Ankit Jhanjhari
Company Secretary

Genus Power Infrastructures Limited

Registered Office: D-116, Okhla Industrial Area, Phase-1, Okhla, New Delhi-110020



PROXY FORM

DP ID No. _____ Regd. Folio No./Client ID No. _____

DP Name: _____ No. of Shares held: _____

I/We _____ of _____

_____ being member(s) of

Genus Power Infrastructures Limited, hereby appoint _____

of _____ or failing him

_____ of _____

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the members of the Genus Power Infrastructures Limited to be held on Tuesday, April 17, 2012 at 11.00 a.m. at SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Rajasthan), and at any adjournment thereof.

Signed this _____ day of _____, 2012.

Signature _____

Affix Revenue
Stamp of One
Rupee
(Please sign
across the
stamp)

Notes:

1. The proxy need NOT be a member.
2. The proxy form signed across revenue stamp should reach the Company's registered office at least 48 hours before the scheduled time of meeting.
3. Proxy has no right to speak at the meeting or vote on a show of hands.
4. The Company reserves the right to ask for identification of the proxy.

Genus Power Infrastructures Limited

Registered Office: D-116, Okhla Industrial Area, Phase-1, Okhla, New Delhi-110020



ATTENDANCE SLIP

DP ID No. _____ Regd. Folio No./Client ID No. _____

DP Name: _____ No. of Shares held: _____

I certify that I am a registered member / proxy for the registered member of the Company. I hereby record my presence at the Extraordinary General Meeting of the members of the Genus Power Infrastructures Limited on Tuesday, April 17, 2012 at 11.00 a.m. at SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Rajasthan), and at any adjournment thereof.

Member's Name _____

Complete Address _____

Proxy's Name _____

Signature of Member / Proxy

- Notes:
1. Attendance slip, which is not complete in all respects, shall not be accepted.
 2. Attendance slip shall be handed over at the entrance of the meeting hall.
 3. Joint members may obtain attendance slip from the registered office of the Company